

BY – LAWS
OF
THE NEW YORK INDEPENDENT CONTRACTORS
ALLIANCE, INC.

ARTICLE I

Preamble

Our general aims are to promote and protect the interests of our members, to foster trade and commerce on behalf of all contractors in all general construction, maintenance and repair recycling, manufacturing and landscaping site and grounds improvement, utility, paving and road building industries, to provide a forum for the free exchange of ideas among independent contractors, **to act as a collective bargaining agent for contractors in the negotiation of contracts/agreements with unions and to promote the advancement of our industry within the public and private sector.**

With these aims and principles in mind, and for the purposes set forth below, the contractors signatory hereto, have come together to form an association by which they intend to be both bound and represented.

ARTICLE II

Name and Purposes

Section 1: The name by which this Alliance, a corporation, incorporated under the laws of the State of New York, shall be known as The New York Independent Contractors Alliance, Inc.

Section 2: The purposes of this Alliance are:

1. To foster trade and commerce on behalf of landscaping, recycling and manufacturing contractors who specialize in site improvements, grounds improvements, utility, paving and road building and all other types of Construction;
2. To promote fair contracting practices in the bidding, procurement, award, execution, performance and enforcement of public and private contracts between owners, construction managers and contractors, with particular emphasis on public works projects;
3. To serve as a collective bargaining agent to negotiate contracts with labor unions, municipalities and utility companies;
4. To provide a forum for the free exchange of ideas among independent contractors for the purpose of developing and delivering suggestions to contracting agencies to facilitate the

contracting process;

5. To collect, correlate and disseminate all information of value to independent contractors through the medium of this Alliance;
6. To serve as a vehicle to address the concerns of the independent contractors and convey these concerns to affected agencies;
7. To monitor and communicate with contracting agencies;
 - (a) To ensure that public bids are advertised and solicited in compliance with applicable laws, rules and regulations giving sufficient advance notice to maximize competition;
 - (b) To ensure that contracts are awarded only to the lowest qualified bidder in accordance with the requirements of the letting agency and applicable law;
 - (c) To ensure that only reasonable, balanced and justifiable bids are considered or awarded;
 - (d) To ensure that all public work is awarded to contractors whose performance, qualifications and integrity meet agency requirements;
 - (e) To ensure that all submitted documents, including

payments are processed in accordance with established procedures within the agency's time guidelines on a consistent basis;

- (f) To ensure that contractors receive payment in a timely fashion or receive a reasonable explanation or justification for the failure to do so, plus interest where applicable;
- (g) To ensure that all contractual requirements are fairly and uniformly enforced; and
- (h) To ensure that the public works agencies receive quality work product performed by skilled workers in a safe and professional environment by reporting suspected violations of prevailing wage laws and encouraging their strict enforcement so that only qualified personnel are employed;

- 8. To settle equitably and justly, differences arising between the members and outside parties, persons or agencies;
- 9. To promote fairness in the treatment of contractor members in the public sector and elsewhere;
- 10. To monitor and report on legislative, regulatory or judicial actions

and decisions that affect the industry as a whole and to facilitate compliance therewith;

11. To promote the advancement of the industry by sharing information, inviting guests and educating independent contractors on technical, safety, health and other relevant industry concerns; provided however, that said purposes shall not include and shall not be construed to include any of the purposes specified in the Not-For-Profit Corporation Law of the State of New York.

ARTICLE III

Membership, Dues and Initiation Fees

Section 1: The membership of the Alliance shall consist of the following:

- a) Individual Membership (Companies) - Any firm, corporation of good repute, engaged in any phase or phases of work described in Article I shall be eligible for individual membership under the terms and conditions hereinafter specified.
- b) Associate Membership (Vendors) – Bona fide firms of good repute engaged in or acting as suppliers or manufacturers of

products used in connection with the work described in Article I and agreeing to conform with the principles as promulgated in the By-Laws of this Alliance, shall be eligible for associate membership under the terms and conditions hereinafter set forth.*****

Section 2: Individual Membership – Companies, firms or corporations may become a member in the following manner:

- a) Designation of Bargaining Agent form (Assumption Agreement) acceptable to the Alliance.
- b) Upon making contributions to the Industry Alliance or the Industry Advancement Fund;
or by;
- a) Receiving the approval of a majority vote of the Board of Directors cast at a duly called meeting; or
- b) Upon approval of a three-fourths vote of the general membership present at a duly called meeting; or
- c) Upon payment of initiation fees and dues for the current quarter; or

**** **Associate Membership** – An associate member shall be eligible for

membership in the Alliance by:

- a) Making application; and
- b) Upon receiving the approval of a majority vote of the Board of Directors present at a duly called meeting; or
- c) Upon being approved by a three-fourths vote of the general membership present at a duly called meeting; or
- d) Upon payment of initiation fees and dues as hereinafter prescribed or contributing to Industry Alliance or Industry Advancement Funds.

Section 3: A member may be expelled for violation of the By-Laws of the Alliance or for other cause prejudicial to the best interests of the Alliance. Such expulsion may be effected by a two-thirds vote by the Board of Directors at a duly called meeting and affirmed by a three-fourths vote of the general Membership present at a duly called meeting.

Section 4: Any expelled member shall forfeit all rights and privileges and any interest that it may have in any property of the Alliance.

***** Section 5:** The annual dues for associate membership shall be fixed by the action of the Board of Directors.

Section 6: An individual member of the Alliance shall, as an

assurance of continued membership in the Alliance, when required by the Board of Directors of the Alliance, execute and deliver an **Assumption Agreement as is acceptable to the Board of Directors.** The failure to comply with the provisions of this Section within thirty (30) days of written request shall constitute a violation of these By-Laws subjecting such individual member to the disciplinary proceedings as provided in Article XI.

Section 7: Resignation of NYICA membership shall be in writing and sent via registered mail, 120 – 150 days prior to the expiration date of a duly executed Assumption Agreement.

ARTICLE IV

Government

Section 1: The general management of the affairs of the Alliance shall be vested in the Board of Directors, who shall be elected as provided in these By-Laws.

Section 2: The Officers of the Alliance shall consist of the following:

President, Vice-President, Treasurer, Secretary and at least one additional board member will act as Directors.

Section 3: The President shall be a member, ex-officio, of all committees.

Section 4: The immediate **past President** of the Alliance shall **automatically be appointed to the Board of Directors** and shall be the Chairman thereof, presiding at all meetings.

Section 5: Any elected officer or member of a committee, who shall be **absent for three consecutive meetings** without a reasonable excuse shall be removed from office.

Section 6: The officers of the organization shall not simultaneously hold more than one elective office, nor shall any officer act in the capacity of any auditor of the Alliance, nor shall any officer be a candidate for the above offices, unless his term expires at such election.

Section 7: The election of officers shall take place at **the annual meeting.**

ARTICLE V

Nominations and Election of Officers

Section 1: **The Officers and Members of the Board of Directors shall be appointed for a term of five (5) years.**

Section 2: The nomination for Successor Officers and Members of the Board of Directors shall take place at the general meeting and, thereafter, at every successive five (5) year interval.

Section 3: Nominations and elections shall take place at the general meeting of the particular year in question.

Section 4: Elections of Officers shall be by secret ballot and the candidate receiving a plurality of votes shall be declared elected.

Section 5: Installation of Officers shall take place at the next general meeting of the particular year in question.

Section 6: The terms of office for all officers shall be five (5) years.

Section 7: If a vacancy occurs in any office, the Board of Directors shall appoint a replacement for the unexpired term.

ARTICLE VI

Duties of Officers

Section 1: The President shall preside at all meetings of the general membership of the Alliance, and shall appoint such committees as he or the Board of Directors shall consider expedient or necessary. The **President** shall in addition to his other duties be designated as a **representative to any national or international organization** during his tenure in office.

Section 2: The Vice-President's duties shall be to assist the

President and perform the duties and exercise the power of the President during the absence or disability of the President or until he or another member is chosen to replace the President.

Section 3: The Secretary shall supervise the maintenance of minutes of all regular and special meetings of the Alliance and shall, if requested, read such minutes at the opening of the following meeting for approval, and shall supervise the mailing of all notices for meetings of the Alliance or the Board of Directors. He shall keep accurate account and collect all application fees, dues and charges due from members, and perform such other duties as may be required of him by the By-Laws, the President or the Board of Directors.

Section 4: The Treasurer shall have charge of the funds and other assets of the Alliance, subject to the regulations for the conduct of his office to be prescribed by the Alliance or by its Board of Directors. He shall submit to the Alliance, at its meetings, a complete and detailed report of monies received and distributed during the preceding month. All checks against Alliance funds shall be signed by any two (2) out of four (4) of the following: the Treasurer and counter-signed by the President, the Vice-President or the Secretary.

ARTICLE VII

Duties and Powers of the Board of Directors

Section 1: The Board of Directors of the Alliance shall consist of five (5) members, five (5) of whom shall be elected for five (5) year terms as provided in Article V hereof and the President of the Alliance.

Section 2: The Board of Directors shall have control of the property and affairs of the Alliance, and shall fix its policies and they shall have the power to hold meetings, accept new members and suspend, censure or expel members as provided in these By-Laws, and take all necessary and proper steps to carry out the purposes of this Alliance and promote its best interests.

Section 3: All recommendations for appropriations and expenditure by the Board of Directors shall be submitted for approval or disapproval, as the case may be, to the general membership at the next meeting of the general membership, following the adoption by the Board.

Section 4: All public statements as to the policy and activities of the Alliance and any committee thereof must originate with the Board of Directors and must be released through said Board.

Section 5: The President of the Alliance shall be the **Chairman of the Board of Directors** and shall preside at all meetings of the Board.

ARTICLE VIII

Committees

Section 1: The President shall, as soon as may be practicable after his election, appoint the following standing committees consisting of as many members as he may deem advisable: **Membership Committee**, **Negotiating Committee**, **Program Committee**, **Technical Committee**, **Apprenticeship and Training Committee**, **Political Action Committee** And **Labor Relations Committee**, who shall hold office for a period of **one (1) year** or until their successors are appointed.

The duties of such committees shall be limited to studying in general the problems in their particular fields of activity and shall make special studies of any particular matter referred to them by the President or the Board of Directors and to report to the general membership their findings and recommendations.

Section 2: The President may, at any time, appoint other committees on any subject for which there are no standing committees of the Alliance.

Section 3: Committee Quorum. A majority of any committee of the Alliance shall constitute a quorum for the transaction of business.

Section 4: Committee Vacancies. The President shall have the power to fill all vacancies in the membership of any committee.

ARTICLE IX

Trustees

Section 1: The Contractor Trustees of any fringe benefit funds, that the Alliance by Agreement, are required to designate, shall be appointed by the Board of Directors of the Alliance.

Section 2: The Alliance shall further furnish Trustees to the Independent Contractors Industry Advancement Fund and the Construction Industry Alliance Fund.

a. The Trustees term of office shall be for a period of five (5) years or until resignation or removal by the Board of Directors.

b. Additional or replacement Trustees as required are to be appointed by the Board of Directors.

Section 3: Joint Apprentice Training Committee. The Alliance shall furnish Trustees for any Apprentice Committees as required

by Collective Bargaining Agreement(s).

a. The Trustees term of office shall be for a period of four (4) years or until resignation or removal by the Board of Directors.

ARTICLE X

Meetings

Section 1: Regular meetings of the **Alliance** shall be held quarterly.

Section 2: Regular meetings of the **Board of Directors** shall be held quarterly.

Section 3: Special meetings of the Alliance may be called by the President and shall be called by the President upon the written request of **two (2) Directors** or upon the written request of **four (4) regular members** of the Alliance.

Section 4: Notice of all regular meetings shall be given by the Secretary to each member by mail not less than **three (3) days before the day** upon which it is to be held.

Section 5: In the case of special meetings, each notice shall be given as the exigency may require.

Section 6: A quorum at a regular or special meeting shall consist of one-quarter of the members in good standing or a majority of those voting shall be necessary in order to pass any measure, unless provided to the contrary in these By-Laws.

Section 7: A quorum at the Board of Directors meeting shall consist of three members of said Board.

Section 8: Inspector of Elections. Two Inspectors of Elections shall be chosen by the President at the annual meeting. It shall be their duty to act as Inspectors of Elections at the annual meeting and at all special meetings.

Section 9: Each member company shall be entitled to one vote. Except as otherwise provide by law or these By-Laws, all action shall be decided by a majority vote of the members present in person.

Section 10: The privilege of voting shall be extended solely to individual members in good standing who have fulfilled the obligations contained in Article III, Section 2, Items B, D and E. Associate members shall have no voting privilege.*****

Section 11: Order of Business: The order of business shall be as follows at all meetings of the Alliance and Board of Directors:

- 1. Call of the Roll of Officers**
- 2. Proof of Notice of Meeting or Waiver of Notice**
- 3. Reading of the Minutes**
- 4. Reports of Secretary and Treasurer**
- 5. Receiving of Communications**
- 6. Election of Officers and New Members**
- 7. Report of Officers**
- 8. Report of Trustees**
- 9. Report of Committees**
- 10. Unfinished Business**
- 11. New Business**
- 12. Good and Welfare**
- 13. Adjournment**

Any questions as to priority of business shall be decided
by the Chair without debate.

The order of business may be altered or suspended at
any meeting by a majority vote of the members present.

ARTICLE XI

Disciplining of Members

Section 1: Any member of this Alliance charged with the violation of the Alliance's By-Laws, rules and regulations or other misconduct unbecoming a member of the Alliance, or found guilty of a crime against the State or against the United States and who is sentenced to serve a term in prison therefore, or commits an act detrimental to the Alliance or against whom written charges shall be made by a member, shall be summoned to appeal before the Board of Directors of this organization, who shall be deemed a trial court. The said Board of Directors shall hear the complaint against the member and investigate the circumstances attending such complaint. The Board of Directors, after a due and proper hearing of the complaint, shall take such action as it shall deem advisable and necessary for the good and welfare of the Alliance. All action of the Board of Directors shall be final and binding upon the Alliance and its membership.

ARTICLE XII

Amendments

These By-Laws may be amended, repealed or altered in whole or in

part, by a two-thirds vote of the members in attendance at any regular meeting, or any special meeting where such action has been announced in the call and notice of said meeting or by a majority vote of the Board of Directors.

ARTICLE XIII

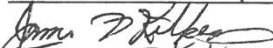
Procedures

The Authority on Parliamentary procedure shall be Roberts Rules of Order revised.

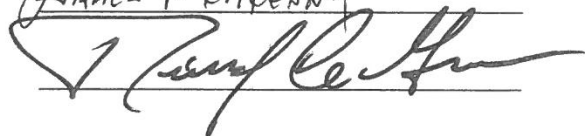
THE NEW YORK INDEPENDENT
CONTRACTORS ALLIANCE, INC.



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JAMES P. KILKENNY



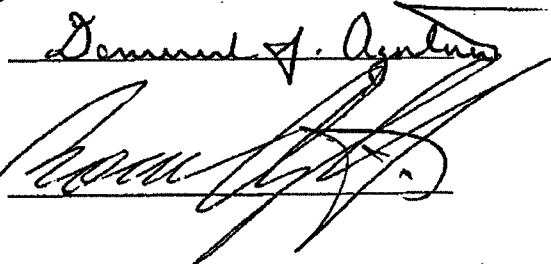
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EFFECTIVE DATE

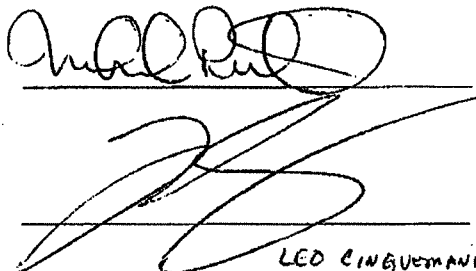
2. Article III, Section 2, "Individual Membership," shall be amended to include a new section "(f)" to read:

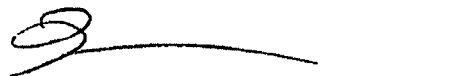
- f) "Hourly contribution to the Construction Industry Alliance Fund of the New York Independent Contractors Alliance, Inc. and the Independent Contractors Industry Advancement Fund of the New York Independent Contractors Alliance, Inc. shall be accepted in lieu of the annual fees described in subsection (d) of this Section.

APPROVED:


Jack Buccukeri




LEO CINGURMANI


MICHAEL R. FORTITTA

June 25, 2002